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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation BROOKFIELD ARTS FOUNDATION, INC.		A Employer identification number 31-1681603
Number and street (or P O box number if mail is not delivered to street address) 11 KEEWAYDIN DRIVE	Room/suite 100	B Telephone number 603-681-4375
City or town, state or province, country, and ZIP or foreign postal code SALEM, NH 03079		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 262,079,408.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		47,645,401.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		273,475.	273,475.	273,475.	STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,825,754.			
b Gross sales price for all assets on line 6a		41,501,278.			
7 Capital gain net income (from Part IV, line 2)			7,825,754.		
8 Net short-term capital gain				2,096,528.	
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		55,744,630.	8,099,229.	2,370,003.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		8,747.	0.	0.	8,747.
b Accounting fees STMT 3		35,158.	0.	0.	35,158.
c Other professional fees STMT 4		428,560.	72,637.	72,637.	355,923.
17 Interest					
18 Taxes STMT 5		77,288.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		76,376.	0.	0.	76,376.
24 Total operating and administrative expenses Add lines 13 through 23		626,129.	72,637.	72,637.	476,204.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		626,129.	72,637.	72,637.	476,204.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		55,118,501.			
b Net investment income (if negative, enter -0-)			8,026,592.		
c Adjusted net income (if negative, enter -0-)				2,297,366.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	360,646.	19,620,544.	19,620,544.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	11,967,164.	0.	0.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	194,633,097.	242,458,864.	242,458,864.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	206,960,907.	262,079,408.	262,079,408.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	206,960,907.	262,079,408.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	206,960,907.	262,079,408.		
31 Total liabilities and net assets/fund balances	206,960,907.	262,079,408.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	206,960,907.
2 Enter amount from Part I, line 27a	2	55,118,501.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	262,079,408.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	262,079,408.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENTS		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	41,501,278.	33,675,524.	7,825,754.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			7,825,754.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,825,754.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	2,096,528.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	40,622,006.	16,133,299.	2.517898
2011	18,713,802.	16,562,755.	1.129873
2010	22,432,559.	15,918,019.	1.409256
2009	33,538,790.	14,686,596.	2.283633
2008	10,702,132.	20,509,113.	.521823

2	Total of line 1, column (d)	2	7.862483
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.572497
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,159,048.
5	Multiply line 4 by line 3	5	28,555,049.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	80,266.
7	Add lines 5 and 6	7	28,635,315.
8	Enter qualifying distributions from Part XII, line 4	8	48,301,971.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	80,266.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	80,266.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	80,266.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	61,402.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	86,402.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	122.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,014.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

N/A

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A			X
14	The books are in care of ► RUPAL POLTACK Telephone no. ► 603-681-4375 Located at ► 11 KEEWAYDIN DRIVE, SUITE 100, SALEM, NH ZIP+4 ► 03079			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16	Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COOPERATIVE PHILANTHROPIC SERVICES LLC 11 KEEWAYDIN DRIVE, SALEM, NH 03079	PROGRAM ADMINISTRATION	343,417.
CROSBY ADVISORS LLC 11 KEEWAYDIN DRIVE, SALEM, NH 03079	INVESTMENT MANAGEMENT	72,637.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 10	11,956.
2 ACQUISITIONS OF ANTIQUES AND CULTURAL ARTIFACTS	47,825,767.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	16,228,613.
b	Average of monthly cash balances	1b	2,206,969.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,435,582.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,435,582.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	276,534.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,159,048.
6	Minimum investment return. Enter 5% of line 5	6	907,952.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII

Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	476,204.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	47,825,767.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	48,301,971.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	80,266.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,221,705.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years.				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶ 12/22/99
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	Prior 3 years		
			(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	907,952.	215,612.	161,323.	126,623.	1,411,510.
b 85% of line 2a	771,759.	183,270.	137,125.	107,630.	1,199,784.
c Qualifying distributions from Part XII, line 4 for each year listed	48,301,971.	40,642,458.	18,713,802.	22,432,559.	130,090,790.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	13,570.	25,000.	50,000.	88,570.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	48,301,971.	40,628,888.	18,688,802.	22,382,559.	130,002,220.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	262,079,408.	211,479,700.	169,608,801.	153,839,986.	797,007,895.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	242,458,864.	194,633,097.	154,398,440.	136,383,639.	727,874,040.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	605,301.	537,777.	552,092.	530,601.	2,225,771.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

EDWARD C. JOHNSON 3D

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
NONE				
Total			▶ 3a	0.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 273,475), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 7,825,754), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 8,099,229, 0), 13 Total (8,099,229).

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

BROOKFIELD ARTS FOUNDATION, INC.

Employer identification number

31-1681603

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

BROOKFIELD ARTS FOUNDATION, INC.

31-1681603

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD C. JOHNSON FUND 11 KEEWAYDIN DR STE 100 SALEM, NH 03079	\$ 47,645,401.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization BROOKFIELD ARTS FOUNDATION, INC.	Employer identification number 31-1681603
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization BROOKFIELD ARTS FOUNDATION, INC.	Employer identification number 31-1681603
---	---

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3519 SHS DDD 3D SYSTEMS	P	07/11/13	12/23/13
b 20 SHS DDD 3D SYSTEMS	P	07/11/13	08/29/13
c 3058 SHS ABBV ABBVIE INC	P	12/04/13	12/23/13
d 1521 SHS ADDDF ADIDAS AG	P	07/11/13	09/16/13
e 9 SHS ADDDF ADIDAS AG	P	07/11/13	08/29/13
f 3250 SHS AGU AGRIMUM INC	P	10/03/13	12/23/13
g 3975 SHS AGU AGRIMUM INC	P	07/08/13	08/05/13
h 1700 SHS AGU AGRIMUM INC	P	03/01/13	03/19/13
i 1142 SHS AKAM AKAMAI TEC	P	07/02/13	12/23/13
j 5112 SHS AKAM AKAMAI TEC	P	03/20/13	12/23/13
k 2003 SHS AKAM AKAMAI TEC	P	09/05/13	10/28/13
l 1152 SHS AKAM AKAMAI TEC	P	07/11/13	10/28/13
m 2144 SHS AKAM AKAMAI TEC	P	07/02/13	10/28/13
n 55 SHS AKAM AKAMAI TEC	P	07/11/13	08/29/13
o 5740 SHS ALK ALASKA AIR	P	07/11/13	12/23/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 314,822.		170,111.	144,711.
b 1,072.		967.	105.
c 160,886.		152,036.	8,850.
d 160,295.		169,680.	-9,385.
e 961.		1,004.	-43.
f 295,112.		280,236.	14,876.
g 328,559.		357,954.	-29,395.
h 170,638.		176,840.	-6,202.
i 53,941.		48,583.	5,358.
j 241,459.		181,077.	60,382.
k 91,454.		95,548.	-4,094.
l 52,599.		51,141.	1,458.
m 97,892.		91,209.	6,683.
n 2,561.		2,442.	119.
o 413,750.		337,621.	76,129.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 144,711.
b			** 105.
c			** 8,850.
d			** -9,385.
e			** -43.
f			** 14,876.
g			** -29,395.
h			** -6,202.
i			** 5,358.
j			** 60,382.
k			** -4,094.
l			** 1,458.
m			** 6,683.
n			** 119.
o			** 76,129.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	33 SHS ALK ALASKA AIR	P	07/11/13	08/29/13
b	3772 SHS AGN ALLERGAN I	P	07/11/13	12/23/13
c	22 SHS AGN ALLERGAN I	P	07/11/13	08/29/13
d	1083 SHS AMZN AMAZON.COM	P	11/08/13	12/23/13
e	1651 SHS AMGN AMGEN INC	P	07/11/13	12/23/13
f	9 SHS AMGN AMGEN INC	P	07/11/13	08/29/13
g	189 SHS APH AMPHENOL C	P	09/05/13	12/24/13
h	1008 SHS APH AMPHENOL C	P	09/05/13	12/23/13
i	496 SHS APH AMPHENOL C	P	04/03/08	12/23/13
j	1025 SHS APH AMPHENOL C	P	04/02/08	12/23/13
k	450 SHS APH AMPHENOL C	P	04/01/08	12/23/13
l	365 SHS APH AMPHENOL C	P	03/31/08	12/23/13
m	675 SHS APH AMPHENOL C	P	03/28/08	12/23/13
n	675 SHS APH AMPHENOL C	P	03/27/08	12/23/13
o	1350 SHS APH AMPHENOL C	P	03/26/08	12/23/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,914.		1,941.	-27.
b	406,009.		337,667.	68,342.
c	1,943.		1,969.	-26.
d	435,918.		378,171.	57,747.
e	186,361.		169,805.	16,556.
f	998.		926.	72.
g	16,689.		14,341.	2,348.
h	88,639.		76,488.	12,151.
i	43,616.		19,856.	23,760.
j	90,134.		40,168.	49,966.
k	39,571.		17,295.	22,276.
l	32,096.		13,589.	18,507.
m	59,356.		24,891.	34,465.
n	59,356.		25,105.	34,251.
o	118,713.		50,478.	68,235.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** -27.
b			** 68,342.
c			** -26.
d			** 57,747.
e			** 16,556.
f			** 72.
g			** 2,348.
h			** 12,151.
i			** 23,760.
j			** 49,966.
k			** 22,276.
l			** 18,507.
m			** 34,465.
n			** 34,251.
o			** 68,235.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 29 SHS APH AMPHENOL C	P	04/03/08	08/29/13
b 755 SHS APH AMPHENOL C	P	04/18/12	07/11/13
c 1350 SHS APH AMPHENOL C	P	05/06/11	07/11/13
d 995 SHS APH AMPHENOL C	P	05/05/11	07/11/13
e 170 SHS APH AMPHENOL C	P	04/08/11	07/11/13
f 475 SHS APH AMPHENOL C	P	04/03/08	07/11/13
g 8045 SHS ADI ANALOG DEV	P	07/11/13	12/23/13
h 4443 SHS ADI ANALOG DEV	P	09/14/11	12/23/13
i 72 SHS ADI ANALOG DEV	P	09/14/11	08/29/13
j 190 SHS AAPL APPLE INC	P	09/05/13	12/23/13
k 794 SHS AAPL APPLE INC	P	07/11/13	12/23/13
l 5 SHS AAPL APPLE INC	P	07/11/13	08/29/13
m 5034 SHS BAX BAXTER INT	P	07/12/13	09/25/13
n 29 SHS BAX BAXTER INT	P	07/12/13	08/29/13
o 9893 SHS COG CABOT OIL	P	09/17/07	12/23/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,224.		1,161.	1,063.
b 63,989.		43,516.	20,473.
c 114,418.		75,265.	39,153.
d 84,330.		55,104.	29,226.
e 14,408.		8,953.	5,455.
f 40,258.		19,015.	21,243.
g 405,535.		383,129.	22,406.
h 223,964.		152,101.	71,863.
i 3,360.		2,465.	895.
j 107,767.		94,199.	13,568.
k 450,351.		339,126.	111,225.
l 2,472.		2,136.	336.
m 342,825.		364,986.	-22,161.
n 2,037.		2,103.	-66.
o 383,373.		19,292.	364,081.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,063.
b			20,473.
c			39,153.
d			29,226.
e			5,455.
f			21,243.
g			** 22,406.
h			71,863.
i			895.
j			** 13,568.
k			** 111,225.
l			** 336.
m			** -22,161.
n			** -66.
o			364,081.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	120 SHS COG CABOT OIL	P	09/17/01	12/23/13
b	57 SHS COG CABOT OIL	P	09/17/07	08/29/13
c	3395 SHS COG CABOT OIL	P	09/17/07	06/10/13
d	3570 SHS COG CABOT OIL	P	09/17/07	03/08/13
e	1395 SHS CCC CALGON CAR	P	07/11/13	12/23/13
f	8 SHS CCC CALGON CAR	P	07/11/13	08/29/13
g	2879 SHS CNQ CANADIAN N	P	07/23/13	12/23/13
h	2656 SHS CNQ CANADIAN N	P	05/05/00	12/23/13
i	32 SHS CNQ CANADIAN N	P	05/05/00	08/29/13
j	1460 SHS CNQ CANADIAN N	P	07/05/00	07/11/13
k	5312 SHS CNQ CANADIAN N	P	05/05/00	07/11/13
l	8000 SHS CNQ CANADIAN N	P	05/05/00	07/11/13
m	3162 SHS COF CAPITAL ON	P	11/26/13	12/23/13
n	1758 SHS COF CAPITAL ON	P	11/25/13	12/23/13
o	3470 SHS CAH CARDINAL H	P	10/25/13	12/23/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,650.		234.	4,416.
b	2,235.		111.	2,124.
c	242,505.		13,241.	229,264.
d	229,462.		13,924.	215,538.
e	28,608.		24,867.	3,741.
f	142.		143.	-1.
g	95,541.		95,909.	-368.
h	88,141.		9,134.	79,007.
i	995.		110.	885.
j	46,893.		5,038.	41,855.
k	170,613.		18,267.	152,346.
l	256,948.		27,511.	229,437.
m	237,313.		224,517.	12,796.
n	131,940.		123,873.	8,067.
o	232,007.		190,670.	41,337.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,416.
b			2,124.
c			229,264.
d			215,538.
e			** 3,741.
f			** -1.
g			** -368.
h			79,007.
i			885.
j			41,855.
k			152,346.
l			229,437.
m			** 12,796.
n			** 8,067.
o			** 41,337.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2186 SHS CAT CATERPILLA	P	08/12/13	09/20/13
b 13 SHS CAT CATERPILLA	P	08/12/13	08/29/13
c 1745 SHS CAT CATERPILLA	P	11/01/12	07/11/13
d 1150 SHS CAT CATERPILLA	P	09/16/10	07/11/13
e 1905 SHS CAT CATERPILLA	P	09/15/10	07/11/13
f 1153 SHS CELG CELGENE CO	P	12/05/13	12/23/13
g 4118 SHS CMCSA COMCAST CO	P	07/31/13	12/23/13
h 24 SHS CMCSA COMCAST CO	P	07/31/13	08/29/13
i 2770 SHS CFRHF COMPAGNIE	P	10/01/13	10/16/13
j 5015 SHS CNX CONSOL ENE	P	10/25/13	11/01/13
k 1627 SHS CREE CREE INC	P	08/20/13	12/23/13
l 1495 SHS CREE CREE INC	P	08/16/13	12/23/13
m 28 SHS CREE CREE INC	P	08/16/13	10/28/13
n 1662 SHS CREE CREE INC	P	08/16/13	10/28/13
o 28 SHS CREE CREE INC	P	08/16/13	08/29/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 187,038.		187,808.	-770.
b 1,078.		1,117.	-39.
c 150,896.		151,989.	-1,093.
d 99,444.		82,389.	17,055.
e 164,732.		137,118.	27,614.
f 193,448.		189,918.	3,530.
g 209,905.		185,752.	24,153.
h 1,021.		1,083.	-62.
i 274,818.		280,151.	-5,333.
j 182,527.		191,446.	-8,919.
k 98,679.		92,905.	5,774.
l 90,673.		85,986.	4,687.
m 1,691.		1,616.	75.
n 100,392.		95,591.	4,801.
o 1,593.		1,610.	-17.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** -770.
b			** -39.
c			** -1,093.
d			17,055.
e			27,614.
f			** 3,530.
g			** 24,153.
h			** -62.
i			** -5,333.
j			** -8,919.
k			** 5,774.
l			** 4,687.
m			** 75.
n			** 4,801.
o			** -17.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	28 SHS CREE CREE INC (DISALLOWED WASH SALE)	P	08/16/13	08/29/13
b	2258 SHS CREE CREE INC	P	11/28/12	07/11/13
c	6480 SHS CREE CREE INC	P	10/22/12	07/11/13
d	5055 SHS CREE CREE INC	P	08/30/12	07/11/13
e	884 SHS CREE CREE INC	P	11/28/12	03/05/13
f	1035 SHS CREE CREE INC	P	12/19/12	01/28/13
g	1475 SHS CREE CREE INC	P	11/28/12	01/28/13
h	9318 SHS CPG CRESCENT P	P	07/11/13	12/23/13
i	54 SHS CPG CRESCENT P	P	07/11/13	08/29/13
j	2926 SHS CMI CUMMINS IN	P	11/21/12	12/23/13
k	17 SHS CMI CUMMINS IN	P	11/21/12	08/29/13
l	327 SHS CMI CUMMINS IN	P	11/21/12	07/11/13
m	2937 SHS CVS CVS CAREMA	P	10/28/13	12/26/13
n	2937 SHS CVS CVS CAREMA	P	12/19/13	12/23/13
o	3218 SHS CVS CVS CAREMA	P	10/28/13	12/23/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-51.	51.
b	156,721.		75,491.	81,230.
c	449,758.		185,110.	264,648.
d	350,853.		141,808.	209,045.
e	45,492.		29,555.	15,937.
f	43,688.		35,880.	7,808.
g	62,261.		49,313.	12,948.
h	361,825.		340,037.	21,788.
i	1,975.		1,971.	4.
j	406,208.		287,495.	118,713.
k	2,112.		1,670.	442.
l	37,731.		32,130.	5,601.
m	209,145.		182,908.	26,237.
n	207,158.		205,939.	1,219.
o	226,978.		200,407.	26,571.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 51.
b			** 81,230.
c			** 264,648.
d			** 209,045.
e			** 15,937.
f			** 7,808.
g			** 12,948.
h			** 21,788.
i			** 4.
j			** 118,713.
k			** 442.
l			** 5,601.
m			** 26,237.
n			** 1,219.
o			** 26,571.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

BROOKFIELD ARTS FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	4942 SHS DHR DANAHER CO	P	12/20/12	12/23/13
b	742 SHS DHR DANAHER CO	P	12/20/12	11/27/13
c	33 SHS DHR DANAHER CO	P	12/20/12	08/29/13
d	234 SHS DHR DANAHER CO	P	12/20/12	08/19/13
e	2858 SHS DVA DAVITA INC	P	07/11/13	10/22/13
f	8 SHS DVA DAVITA INC	P	07/11/13	08/29/13
g	2079 SHS DIS DISNEY WAL	P	04/08/13	12/23/13
h	3066 SHS DIS DISNEY WAL	P	04/05/13	12/23/13
i	1596 SHS DIS DISNEY WAL	P	04/28/08	12/23/13
j	950 SHS DIS DISNEY WAL	P	04/25/08	12/23/13
k	44 SHS DIS DISNEY WAL	P	04/28/08	08/29/13
l	795 SHS DIS DISNEY WAL	P	04/29/08	07/11/13
m	1490 SHS DIS DISNEY WAL	P	04/28/08	07/11/13
n	6960 SHS EMC E M C CORP	P	06/04/09	12/23/13
o	5000 SHS EMC E M C CORP	P	01/29/08	12/23/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	380,530.		278,578.	101,952.
b	55,944.		41,826.	14,118.
c	2,173.		1,860.	313.
d	15,646.		13,190.	2,456.
e	162,251.		171,242.	-8,991.
f	872.		959.	-87.
g	151,750.		121,159.	30,591.
h	223,793.		175,819.	47,974.
i	116,495.		51,933.	64,562.
j	69,342.		30,651.	38,691.
k	2,698.		1,432.	1,266.
l	52,809.		25,937.	26,872.
m	98,975.		48,484.	50,491.
n	173,108.		88,865.	84,243.
o	124,360.		79,476.	44,884.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			101,952.
b			** 14,118.
c			** 313.
d			** 2,456.
e			** -8,991.
f			** -87.
g			** 30,591.
h			** 47,974.
i			64,562.
j			38,691.
k			1,266.
l			26,872.
m			50,491.
n			84,243.
o			44,884.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1867 SHS EMC E M C CORP	P	01/25/08	12/23/13
b	79 SHS EMC E M C CORP	P	01/25/08	08/29/13
c	904 SHS EMC E M C CORP	P	01/25/08	07/11/13
d	8250 SHS EMC E M C CORP	P	01/25/08	03/22/13
e	9106 SHS EBAY EBAY INC	P	07/11/13	10/25/13
f	52 SHS EBAY EBAY INC	P	07/11/13	08/29/13
g	1359 SHS ECL ECOLAB INC	P	07/11/13	12/23/13
h	2418 SHS ECL ECOLAB INC	P	08/23/12	12/23/13
i	22 SHS ECL ECOLAB INC	P	08/23/12	08/29/13
j	2589 SHS EW EDWARDS LI	P	08/20/13	11/25/13
k	15 SHS EW EDWARDS LI	P	08/20/13	08/29/13
l	1880 SHS EW EDWARDS LI	P	12/19/11	04/24/13
m	1000 SHS EMR EMERSON EL	P	05/18/11	07/11/13
n	2445 SHS EMR EMERSON EL	P	02/09/09	07/11/13
o	3685 SHS FINGF FINNING IN	P	10/14/11	07/11/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	46,436.		31,366.	15,070.
b	2,046.		1,327.	719.
c	22,143.		15,188.	6,955.
d	199,087.		138,603.	60,484.
e	468,440.		508,763.	-40,323.
f	2,661.		2,905.	-244.
g	141,549.		121,797.	19,752.
h	251,851.		162,063.	89,788.
i	2,020.		1,475.	545.
j	167,634.		182,626.	-14,992.
k	1,062.		1,058.	4.
l	120,671.		126,861.	-6,190.
m	57,781.		54,062.	3,719.
n	141,275.		85,742.	55,533.
o	83,175.		73,194.	9,981.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			15,070.
b			719.
c			6,955.
d			60,484.
e			** -40,323.
f			** -244.
g			** 19,752.
h			89,788.
i			545.
j			** -14,992.
k			** 4.
l			-6,190.
m			3,719.
n			55,533.
o			9,981.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2405 SHS FINGF FINNING IN	P	08/13/10	07/11/13
b 7030 SHS FINGF FINNING IN	P	02/26/10	07/11/13
c 4200 SHS FINGF FINNING IN	P	08/13/10	04/18/13
d 8622 SHS FRC FIRST REPU	P	07/11/13	12/23/13
e 50 SHS FRC FIRST REPU	P	07/11/13	08/29/13
f 2953 SHS FLR FLUOR CORP	P	08/01/13	12/23/13
g 17 SHS FLR FLUOR CORP	P	08/01/13	08/29/13
h 50 SHS FCX FREEPORT M	P	08/12/13	12/23/13
i 2869 SHS FCX FREEPORT M	P	08/26/13	12/23/13
j 5846 SHS FCX FREEPORT M	P	08/12/13	12/23/13
k 50 SHS FCX FREEPORT M	P	08/12/13	08/29/13
l 50 SHS FCX FREEPORT M (DISALLOWED WASH SALE)	P	08/12/13	08/29/13
m 4040 SHS GE GENERAL EL	P	09/12/12	08/08/13
n 10304 SHS GE GENERAL EL	P	04/19/12	08/08/13
o 6746 SHS GE GENERAL EL	P	04/19/12	07/11/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 54,284.		49,377.	4,907.
b 158,676.		117,958.	40,718.
c 91,260.		86,230.	5,030.
d 450,302.		340,729.	109,573.
e 2,229.		1,976.	253.
f 233,318.		190,067.	43,251.
g 1,090.		1,094.	-4.
h 1,787.		1,642.	145.
i 102,547.		90,719.	11,828.
j 208,955.		185,950.	23,005.
k 1,529.		1,590.	-61.
l		-61.	61.
m 98,235.		88,320.	9,915.
n 250,549.		197,054.	53,495.
o 160,547.		129,011.	31,536.

(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,907.
b			40,718.
c			5,030.
d			** 109,573.
e			** 253.
f			** 43,251.
g			** -4.
h			** 145.
i			** 11,828.
j			** 23,005.
k			** -61.
l			** 61.
m			** 9,915.
n			53,495.
o			31,536.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	4499 SHS GIS GENERAL MI	P	07/11/13	12/19/13
b	3873 SHS GIS GENERAL MI	P	07/11/13	10/14/13
c	48 SHS GIS GENERAL MI	P	07/11/13	08/29/13
d	5924 SHS GILD GILEAD SCI	P	10/11/13	12/23/13
e	6144 SHS GG GOLDCORP I	P	04/18/13	12/23/13
f	2313 SHS GG GOLDCORP I	P	12/01/08	12/23/13
g	1502 SHS GG GOLDCORP I	P	08/07/12	11/26/13
h	66 SHS GG GOLDCORP I	P	12/01/08	11/26/13
i	4900 SHS GG GOLDCORP I	P	09/27/07	11/26/13
j	2200 SHS GG GOLDCORP I	P	06/21/06	11/26/13
k	98 SHS GG GOLDCORP I	P	08/07/12	08/29/13
l	640 SHS GG GOLDCORP I	P	04/09/12	07/11/13
m	2400 SHS GG GOLDCORP I	P	01/26/12	07/11/13
n	610 SHS GG GOLDCORP I	P	09/27/07	07/11/13
o	185 SHS GOOGL GOOGLE INC	P	03/24/10	12/23/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	220,922.		228,410.	-7,488.
b	186,290.		196,629.	-10,339.
c	2,366.		2,437.	-71.
d	444,751.		372,586.	72,165.
e	127,733.		172,519.	-44,786.
f	48,087.		55,901.	-7,814.
g	33,737.		55,470.	-21,733.
h	1,482.		1,595.	-113.
i	110,060.		145,615.	-35,555.
j	49,415.		60,989.	-11,574.
k	2,932.		3,619.	-687.
l	16,385.		26,396.	-10,011.
m	61,444.		116,625.	-55,181.
n	15,617.		18,128.	-2,511.
o	205,905.		102,943.	102,962.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** -7,488.
b			** -10,339.
c			** -71.
d			** 72,165.
e			** -44,786.
f			-7,814.
g			-21,733.
h			-113.
i			-35,555.
j			-11,574.
k			-687.
l			-10,011.
m			-55,181.
n			-2,511.
o			102,962.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1 SHS GOOGL GOOGLE INC	P	03/24/10	08/29/13
b	220 SHS GOOGL GOOGLE INC	P	01/23/12	07/11/13
c	245 SHS GOOGL GOOGLE INC	P	03/31/10	07/11/13
d	114 SHS GOOGL GOOGLE INC	P	03/24/10	07/11/13
e	3047 SHS HAL HALLIBURTO	P	07/11/13	12/23/13
f	1446 SHS HAL HALLIBURTO	P	12/16/09	12/23/13
g	3150 SHS HAL HALLIBURTO	P	12/14/09	12/23/13
h	44 SHS HAL HALLIBURTO	P	12/16/09	08/29/13
i	2540 SHS HTWR HEARTWARE	P	10/14/13	12/23/13
j	710 SHS HTWR HEARTWARE	P	12/21/12	07/11/13
k	230 SHS HTWR HEARTWARE	P	11/29/12	07/11/13
l	381 SHS HTWR HEARTWARE	P	01/09/12	07/11/13
m	680 SHS HTWR HEARTWARE	P	01/04/12	07/11/13
n	1755 SHS HSIC HENRY SCHE	P	08/08/13	12/23/13
o	10 SHS HSIC HENRY SCHE	P	08/08/13	08/29/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	859.		556.	303.
b	201,881.		128,711.	73,170.
c	224,822.		139,117.	85,705.
d	104,611.		63,435.	41,176.
e	154,030.		134,047.	19,983.
f	73,097.		43,206.	29,891.
g	159,236.		90,752.	68,484.
h	2,155.		1,315.	840.
i	232,046.		191,187.	40,859.
j	67,666.		59,404.	8,262.
k	21,920.		18,500.	3,420.
l	36,311.		27,883.	8,428.
m	64,807.		47,167.	17,640.
n	198,687.		185,429.	13,258.
o	1,025.		1,057.	-32.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			303.
b			73,170.
c			85,705.
d			41,176.
e			** 19,983.
f			29,891.
g			68,484.
h			840.
i			** 40,859.
j			** 8,262.
k			** 3,420.
l			8,428.
m			17,640.
n			** 13,258.
o			** -32.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	975 SHS HSIC HENRY SCHE	P	11/14/12	07/11/13
b	550 SHS HSIC HENRY SCHE	P	08/15/12	07/11/13
c	465 SHS HSIC HENRY SCHE	P	05/25/12	07/11/13
d	1265 SHS HSIC HENRY SCHE	P	05/14/12	07/11/13
e	120 SHS HSIC HENRY SCHE	P	05/12/11	07/11/13
f	2225 SHS HSIC HENRY SCHE	P	05/06/11	07/11/13
g	3730 SHS HFC HOLLYFRONT	P	01/12/12	12/23/13
h	4540 SHS HFC HOLLYFRONT	P	11/21/11	12/23/13
i	47 SHS HFC HOLLYFRONT	P	01/12/12	08/29/13
j	2793 SHS HFC HOLLYFRONT	P	01/12/12	07/11/13
k	1410 SHS HFC HOLLYFRONT	P	01/12/12	03/08/13
l	1600 SHS HD HOME DEPOT	P	07/11/13	08/20/13
m	1239 SHS HD HOME DEPOT	P	04/08/13	08/20/13
n	2491 SHS HD HOME DEPOT	P	04/05/13	08/20/13
o	5735 SHS HND AF HONDA MOTO	P	04/05/13	07/12/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	98,906.		75,670.	23,236.
b	55,793.		42,688.	13,105.
c	47,171.		35,095.	12,076.
d	128,325.		96,230.	32,095.
e	12,173.		8,865.	3,308.
f	225,710.		162,588.	63,122.
g	183,729.		100,229.	83,500.
h	223,628.		108,719.	114,909.
i	2,150.		1,263.	887.
j	116,905.		75,051.	41,854.
k	79,479.		37,888.	41,591.
l	119,989.		127,639.	-7,650.
m	92,916.		87,642.	5,274.
n	186,808.		174,101.	12,707.
o	220,799.		220,477.	322.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 23,236.
b			** 13,105.
c			12,076.
d			32,095.
e			3,308.
f			63,122.
g			83,500.
h			114,909.
i			887.
j			41,854.
k			41,591.
l			** -7,650.
m			** 5,274.
n			** 12,707.
o			** 322.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	8000 SHS HND AF HONDA MOTO	P	11/29/12	07/12/13
b	895 SHS IDXX IDEXX LABS	P	05/22/12	04/24/13
c	900 SHS IDXX IDEXX LABS	P	05/21/12	04/24/13
d	3843 SHS INTC INTEL CORP	P	10/15/12	12/23/13
e	1680 SHS INTC INTEL CORP	P	09/14/11	12/23/13
f	4500 SHS INTC INTEL CORP	P	04/06/11	12/23/13
g	1387 SHS INTC INTEL CORP	P	02/24/11	12/23/13
h	4725 SHS INTC INTEL CORP	P	02/23/11	12/23/13
i	3625 SHS INTC INTEL CORP	P	10/26/12	11/25/13
j	257 SHS INTC INTEL CORP	P	10/15/12	11/25/13
k	1450 SHS INTC INTEL CORP	P	08/31/12	11/25/13
l	123 SHS INTC INTEL CORP	P	02/24/11	08/29/13
m	690 SHS INTC INTEL CORP	P	02/24/11	07/11/13
n	245 SHS IBM INTL BUSIN	P	03/03/09	07/11/13
o	1315 SHS IBM INTL BUSIN	P	01/06/09	07/11/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	308,003.		266,461.	41,542.
b	75,561.		76,258.	-697.
c	75,983.		75,611.	372.
d	97,346.		83,828.	13,518.
e	42,556.		35,612.	6,944.
f	113,989.		89,389.	24,600.
g	35,134.		29,558.	5,576.
h	119,688.		100,161.	19,527.
i	85,964.		79,473.	6,491.
j	6,095.		5,606.	489.
k	34,386.		36,018.	-1,632.
l	2,726.		2,621.	105.
m	16,495.		14,704.	1,791.
n	47,279.		21,593.	25,686.
o	253,765.		117,153.	136,612.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 41,542.
b			** -697.
c			** 372.
d			13,518.
e			6,944.
f			24,600.
g			5,576.
h			19,527.
i			6,491.
j			489.
k			-1,632.
l			105.
m			1,791.
n			25,686.
o			136,612.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 15 SHS IBM INTL BUSIN	P	12/27/08	07/11/13
b 234 SHS ISRG INTUITIVE	P	10/14/13	12/23/13
c 231 SHS ISRG INTUITIVE	P	08/20/13	12/23/13
d 4 SHS ISRG INTUITIVE	P	08/16/13	12/23/13
e 485 SHS ISRG INTUITIVE	P	08/16/13	12/23/13
f 4 SHS ISRG INTUITIVE	P	08/20/13	08/29/13
g 4 SHS ISRG INTUITIVE (DISALLOWED WASH SALE)	P	08/20/13	08/29/13
h 91 SHS ISRG INTUITIVE	P	05/09/13	07/11/13
i 104 SHS ISRG INTUITIVE	P	12/21/12	07/11/13
j 284 SHS ISRG INTUITIVE	P	11/13/12	07/11/13
k 154 SHS ISRG INTUITIVE	P	10/04/11	07/11/13
l 47 SHS ISRG INTUITIVE	P	06/15/11	07/11/13
m 118 SHS ISRG INTUITIVE	P	01/21/09	07/11/13
n 138 SHS ISRG INTUITIVE	P	12/19/11	03/13/13
o 81 SHS ISRG INTUITIVE	P	10/04/11	03/13/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,895.		1,355.	1,540.
b 86,170.		93,868.	-7,698.
c 85,065.		89,804.	-4,739.
d 1,473.		1,533.	-60.
e 178,600.		184,226.	-5,626.
f 1,541.		1,555.	-14.
g		14.	-14.
h 38,908.		46,259.	-7,351.
i 44,467.		51,891.	-7,424.
j 121,428.		152,399.	-30,971.
k 65,845.		54,852.	10,993.
l 20,095.		16,072.	4,023.
m 50,453.		11,420.	39,033.
n 70,619.		59,843.	10,776.
o 41,450.		28,851.	12,599.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,540.
b			** -7,698.
c			** -4,739.
d			** -60.
e			** -5,626.
f			** -14.
g			** -14.
h			** -7,351.
i			** -7,424.
j			** -30,971.
k			10,993.
l			4,023.
m			39,033.
n			10,776.
o			12,599.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
77 SHS ISRG INTUITIVE	P	12/19/11	01/28/13
1315 SHS IRBT IROBOT COR	P	05/07/13	07/11/13
3092 SHS IRBT IROBOT COR	P	04/24/13	07/11/13
350 SHS JPM JPMORGAN C	P	07/11/13	12/23/13
6700 SHS JPM JPMORGAN C	P	06/25/13	12/23/13
1315 SHS JPM JPMORGAN C	P	07/31/13	10/14/13
2261 SHS JPM JPMORGAN C	P	07/11/13	10/14/13
1978 SHS JPM JPMORGAN C	P	07/31/13	10/11/13
72 SHS JPM JPMORGAN C	P	07/31/13	08/29/13
30 SHS LDR LANDAUER I	P	12/17/09	07/11/13
40 SHS LDR LANDAUER I	P	12/16/09	07/11/13
14 SHS LDR LANDAUER I	P	12/10/09	07/11/13
175 SHS LDR LANDAUER I	P	12/07/09	07/11/13
9137 SHS LEN LENNAR COR	P	07/11/13	12/23/13
52 SHS LEN LENNAR COR	P	07/11/13	08/29/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 44,543.		33,391.	11,152.
b 52,549.		40,811.	11,738.
c 123,561.		87,730.	35,831.
d 20,393.		19,243.	1,150.
e 390,371.		350,199.	40,172.
f 68,667.		73,497.	-4,830.
g 118,066.		124,311.	-6,245.
h 103,935.		110,553.	-6,618.
i 3,662.		4,024.	-362.
j 1,468.		1,824.	-356.
k 1,957.		2,459.	-502.
l 685.		848.	-163.
m 8,561.		10,866.	-2,305.
n 353,371.		340,152.	13,219.
o 1,707.		1,936.	-229.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,152.
b			** 11,738.
c			** 35,831.
d			** 1,150.
e			** 40,172.
f			** -4,830.
g			** -6,245.
h			** -6,618.
i			** -362.
j			-356.
k			-502.
l			-163.
m			-2,305.
n			** 13,219.
o			** -229.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2415 SHS LOW LOWES COMP	P	09/20/12	07/25/13
b	462 SHS LOW LOWES COMP	P	11/11/10	07/25/13
c	540 SHS LOW LOWES COMP	P	11/02/10	07/25/13
d	6330 SHS LOW LOWES COMP	P	11/01/10	07/25/13
e	1877 SHS LOW LOWES COMP	P	11/11/10	07/11/13
f	2356 SHS LOW LOWES COMP	P	11/11/10	04/18/13
g	5948 SHS MRSZF MARUSAN SE	P	07/12/13	12/24/13
h	34 SHS MRSZF MARUSAN SE	P	07/12/13	08/29/13
i	2790 SHS MKC MCCORMICK	P	07/11/13	12/23/13
j	1927 SHS MKC MCCORMICK	P	07/11/13	12/05/13
k	27 SHS MKC MCCORMICK	P	07/11/13	08/29/13
l	2834 SHS MRK MERCK & CO	P	07/11/13	10/28/13
m	4175 SHS MRK MERCK & CO	P	04/04/12	10/28/13
n	40 SHS MRK MERCK & CO	P	04/04/12	08/29/13
o	10443 SHS MET METLIFE IN	P	07/11/13	12/23/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	106,306.		71,799.	34,507.
b	20,337.		10,264.	10,073.
c	23,770.		11,715.	12,055.
d	278,640.		135,039.	143,601.
e	81,673.		41,699.	39,974.
f	87,959.		52,340.	35,619.
g	49,337.		45,752.	3,585.
h	209.		262.	-53.
i	190,595.		200,582.	-9,987.
j	131,206.		138,538.	-7,332.
k	1,826.		1,941.	-115.
l	128,465.		136,861.	-8,396.
m	189,253.		162,204.	27,049.
n	1,887.		1,554.	333.
o	557,473.		505,733.	51,740.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 34,507.
b			10,073.
c			12,055.
d			143,601.
e			39,974.
f			35,619.
g			** 3,585.
h			** -53.
i			** -9,987.
j			** -7,332.
k			** -115.
l			** -8,396.
m			27,049.
n			333.
o			** 51,740.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 60 SHS MET METLIFE IN	P	07/11/13	08/29/13
b 1962 SHS MSFT MICROSOFT	P	10/25/13	12/10/13
c 1962 SHS MSFT MICROSOFT	P	12/04/13	12/05/13
d 3362 SHS MSFT MICROSOFT	P	10/25/13	12/05/13
e 295 SHS MON MONSANTO C	P	07/17/13	12/23/13
f 1067 SHS MON MONSANTO C	P	11/16/12	12/23/13
g 307 SHS MON MONSANTO C	P	06/11/12	12/23/13
h 10 SHS MON MONSANTO C	P	06/11/12	08/29/13
i 563 SHS MON MONSANTO C	P	06/11/12	07/11/13
j 1065 SHS MON MONSANTO C	P	02/24/12	07/11/13
k 643 SHS MON MONSANTO C	P	11/16/12	01/28/13
l 6147 SHS NGD NEW GOLD I	P	10/20/11	12/23/13
m 35 SHS NGD NEW GOLD I	P	10/20/11	08/29/13
n 7398 SHS NGD NEW GOLD I	P	10/20/11	07/11/13
o 2379 SHS NVS NOVARTIS A	P	04/11/13	07/11/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,799.		2,906.	-107.
b 74,892.		70,357.	4,535.
c 73,846.		75,995.	-2,149.
d 126,539.		120,561.	5,978.
e 33,709.		30,346.	3,363.
f 121,924.		90,801.	31,123.
g 35,080.		24,309.	10,771.
h 979.		792.	187.
i 57,824.		44,581.	13,243.
j 109,384.		84,513.	24,871.
k 66,130.		54,719.	11,411.
l 29,540.		67,752.	-38,212.
m 238.		386.	-148.
n 50,439.		81,540.	-31,101.
o 174,010.		174,087.	-77.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** -107.
b			** 4,535.
c			** -2,149.
d			** 5,978.
e			** 3,363.
f			31,123.
g			10,771.
h			187.
i			13,243.
j			24,871.
k			** 11,411.
l			-38,212.
m			-148.
n			-31,101.
o			** -77.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1034 SHS NONOF NOVO-NORDI	P	07/12/13	12/23/13
b 6 SHS NONOF NOVO-NORDI	P	07/12/13	08/29/13
c 2141 SHS OII OCEANEERIN	P	07/11/13	12/23/13
d 12 SHS OII OCEANEERIN	P	07/11/13	08/29/13
e 3590 SHS ORCL ORACLE COR	P	01/08/10	07/02/13
f 7200 SHS ORCL ORACLE COR	P	12/11/06	07/02/13
g 4800 SHS ORCL ORACLE COR	P	01/04/12	04/23/13
h 2710 SHS ORCL ORACLE COR	P	01/08/10	04/23/13
i 5659 SHS PNR PENTAIR LT	P	07/11/13	12/23/13
j 32 SHS PNR PENTAIR LT	P	07/11/13	08/29/13
k 4337 SHS POT POTASH COR	P	01/28/13	12/23/13
l 4060 SHS POT POTASH COR	P	08/05/13	12/23/13
m 48 SHS POT POTASH COR	P	01/27/13	08/29/13
n 85 SHS POT POTASH COR	P	01/03/13	07/11/13
o 85 SHS POT POTASH COR (DISALLOWED WASH SALE)		01/03/13	07/11/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 185,693.		170,085.	15,608.
b 1,017.		987.	30.
c 167,570.		168,744.	-1,174.
d 954.		946.	8.
e 107,765.		88,557.	19,208.
f 216,130.		130,583.	85,547.
g 155,858.		125,140.	30,718.
h 87,995.		66,849.	21,146.
i 428,352.		341,416.	86,936.
j 1,964.		1,931.	33.
k 140,378.		136,353.	4,025.
l 131,412.		120,070.	11,342.
m 1,432.		1,509.	-77.
n 3,371.		3,498.	-127.
o		-127.	127.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 15,608.
b			** 30.
c			** -1,174.
d			** 8.
e			19,208.
f			85,547.
g			30,718.
h			21,146.
i			** 86,936.
j			** 33.
k			** 4,025.
l			** 11,342.
m			** -77.
n			** -127.
o			** 127.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 4300 SHS POT POTASH COR	P	01/02/13	07/11/13
b 4300 SHS POT POTASH COR (DISALLOWED WASH SALE)	P	01/02/13	07/11/13
c 1433 SHS PCP PRECISION	P	07/11/13	07/18/13
d 2182 SHS PG PROCTER &	P	07/11/13	09/05/13
e 1317 SHS PG PROCTER &	P	04/19/13	09/05/13
f 20 SHS PG PROCTER &	P	04/19/13	08/29/13
g 1769 SHS PG PROCTER &	P	04/19/13	08/26/13
h 3615 SHS QCOM QUALCOMM I	P	08/29/11	05/15/13
i 1500 SHS QCOM QUALCOMM I	P	08/05/11	05/15/13
j 1550 SHS QCOM QUALCOMM I	P	07/22/11	05/15/13
k 144 SHS RMD RESMED INC	P	07/11/13	12/24/13
l 759 SHS RMD RESMED INC	P	04/26/13	12/24/13
m 3091 SHS RMD RESMED INC	P	04/26/13	12/23/13
n 1535 SHS RMD RESMED INC	P	04/05/13	12/23/13
o 2176 SHS RMD RESMED INC	P	08/13/10	12/23/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 170,521.		178,575.	-8,054.
b		-8,054.	8,054.
c 333,750.		339,944.	-6,194.
d 168,062.		176,113.	-8,051.
e 101,438.		107,201.	-5,763.
f 1,550.		1,628.	-78.
g 139,994.		143,993.	-3,999.
h 236,448.		183,023.	53,425.
i 98,111.		77,120.	20,991.
j 101,382.		88,958.	12,424.
k 6,752.		6,363.	389.
l 35,591.		34,945.	646.
m 143,627.		142,313.	1,314.
n 71,326.		71,511.	-185.
o 101,110.		68,698.	32,412.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** -8,054.
b			** 8,054.
c			** -6,194.
d			** -8,051.
e			** -5,763.
f			** -78.
g			** -3,999.
h			53,425.
i			20,991.
j			12,424.
k			** 389.
l			** 646.
m			** 1,314.
n			** -185.
o			32,412.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 44 SHS RMD RESMED INC	P	08/13/10	08/29/13
b 374 SHS RINIF RINNAI COR	P	04/05/13	07/12/13
c 6720 SHS CRM SALESFORCE	P	11/25/13	12/23/13
d 1160 SHS CRM SALESFORCE	P	05/06/13	07/11/13
e 2230 SHS CRM SALESFORCE	P	04/30/13	07/11/13
f 4282 SHS CRM SALESFORCE	P	04/24/13	07/11/13
g 2142 SHS SLB SCHLUMBERG	P	12/06/13	12/23/13
h 620 SHS SLB SCHLUMBERG	P	08/07/12	07/11/13
i 4645 SHS SLB SCHLUMBERG	P	12/30/08	07/11/13
j 18469 SHS SCI SERVICE CO	P	07/11/13	12/23/13
k 106 SHS SCI SERVICE CO	P	07/11/13	08/29/13
l 545 SHS SHW SHERWIN WI	P	07/18/13	12/23/13
m 1378 SHS SHW SHERWIN WI	P	05/15/01	12/23/13
n 425 SHS SHW SHERWIN WI	P	04/30/01	12/23/13
o 13 SHS SHW SHERWIN WI	P	05/15/01	08/29/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,116.		1,389.	727.
b 27,347.		26,637.	710.
c 365,691.		354,166.	11,525.
d 47,970.		49,317.	-1,347.
e 92,218.		91,674.	544.
f 177,076.		176,196.	880.
g 187,936.		188,819.	-883.
h 47,396.		45,687.	1,709.
i 355,086.		189,500.	165,586.
j 321,235.		342,459.	-21,224.
k 1,960.		1,965.	-5.
l 98,401.		92,429.	5,972.
m 248,801.		29,905.	218,896.
n 76,735.		8,967.	67,768.
o 2,226.		282.	1,944.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			727.
b			** 710.
c			** 11,525.
d			** -1,347.
e			** 544.
f			** 880.
g			** -883.
h			** 1,709.
i			165,586.
j			** -21,224.
k			** -5.
l			** 5,972.
m			218,896.
n			67,768.
o			1,944.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1354 SHS SHW SHERWIN WI	P	05/15/01	07/11/13
b	650 SHS SHW SHERWIN WI	P	05/15/01	04/08/13
c	2130 SHS SHW SHERWIN WI	P	05/15/01	01/31/13
d	3184 SHS SLW SILVER WHE	P	08/26/13	11/26/13
e	65 SHS SLW SILVER WHE	P	11/09/12	11/26/13
f	3944 SHS SLW SILVER WHE	P	07/29/13	11/26/13
g	506 SHS SLW SILVER WHE	P	11/13/12	11/26/13
h	3549 SHS SLW SILVER WHE	P	11/09/12	11/26/13
i	65 SHS SLW SILVER WHE	P	11/09/12	08/29/13
j	65 SHS SLW SILVER WHE (DISALLOWED WASH SALE)	P	11/09/12	08/29/13
k	4120 SHS SLW SILVER WHE	P	10/26/12	07/11/13
l	4120 SHS SLW SILVER WHE (DISALLOWED WASH SALE)	P	10/26/12	07/11/13
m	800 SHS SJM SMUCKER J	P	08/15/12	07/11/13
n	750 SHS SJM SMUCKER J	P	02/24/10	07/11/13
o	695 SHS SJM SMUCKER J	P	11/20/09	07/11/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	253,047.		29,384.	223,663.
b	107,368.		14,106.	93,262.
c	346,432.		46,225.	300,207.
d	64,259.		90,358.	-26,099.
e	1,312.		2,846.	-1,534.
f	79,597.		91,273.	-11,676.
g	10,212.		21,160.	-10,948.
h	71,625.		149,070.	-77,445.
i	1,729.		2,730.	-1,001.
j			-1,001.	1,001.
k	84,610.		161,554.	-76,944.
l			-76,944.	76,944.
m	84,349.		62,976.	21,373.
n	79,077.		43,889.	35,188.
o	73,278.		39,117.	34,161.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			223,663.
b			93,262.
c			300,207.
d			** -26,099.
e			-1,534.
f			** -11,676.
g			-10,948.
h			-77,445.
i			** -1,001.
j			** 1,001.
k			** -76,944.
l			** 76,944.
m			** 21,373.
n			35,188.
o			34,161.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1240 SHS SJM SMUCKER J	P	02/25/09	07/11/13
b	1180 SHS SJM SMUCKER J	P	02/23/09	07/11/13
c	1945 SHS STAEF STANLEY EL	P	04/05/13	07/12/13
d	2520 SHS STAEF STANLEY EL	P	04/04/13	07/12/13
e	670 SHS STAEF STANLEY EL	P	04/01/13	07/12/13
f	1129 SHS STAEF STANLEY EL	P	03/29/13	07/12/13
g	758 SHS STAEF STANLEY EL	P	03/28/13	07/12/13
h	8095 SHS SWC STILLWATER	P	07/18/13	12/06/13
i	7909 SHS SWC STILLWATER	P	07/16/13	12/06/13
j	92 SHS SWC STILLWATER	P	07/16/13	08/29/13
k	890 SHS SGIPF SUGI HOLDI	P	04/05/13	07/12/13
l	2960 SHS SU SUNCOR ENE	P	07/09/11	12/23/13
m	2770 SHS SU SUNCOR ENE	P	08/09/12	12/23/13
n	33 SHS SU SUNCOR ENE	P	05/30/11	08/29/13
o	580 SHS SU SUNCOR ENE	P	08/09/12	07/11/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	130,741.		48,067.	82,674.
b	124,415.		47,814.	76,601.
c	39,161.		36,480.	2,681.
d	50,738.		44,816.	5,922.
e	13,490.		11,596.	1,894.
f	22,731.		19,870.	2,861.
g	15,262.		13,076.	2,186.
h	90,892.		92,910.	-2,018.
i	88,804.		90,880.	-2,076.
j	1,071.		1,057.	14.
k	36,850.		33,741.	3,109.
l	102,087.		122,442.	-20,355.
m	95,534.		88,964.	6,570.
n	1,135.		1,384.	-249.
o	18,195.		18,628.	-433.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			82,674.
b			76,601.
c			** 2,681.
d			** 5,922.
e			** 1,894.
f			** 2,861.
g			** 2,186.
h			** -2,018.
i			** -2,076.
j			** 14.
k			** 3,109.
l			-20,355.
m			6,570.
n			-249.
o			** -433.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b 2580 SHS SU SUNCOR ENE	P	06/27/11	07/11/13
c 2580 SHS SU SUNCOR ENE (DISALLOWED WASH SALE)	P	06/27/11	07/11/13
d 2500 SHS SU SUNCOR ENE	P	05/18/11	07/11/13
e 2500 SHS SU SUNCOR ENE (DISALLOWED WAS SALE)	P	05/18/11	07/11/13
f 645 SHS SU SUNCOR ENE	P	10/13/10	07/11/13
g 1245 SHS SYENF SYNGENTA C	P	01/15/08	07/11/13
h 458 SHS TMHC TAYLOR MOR	P	12/06/13	12/24/13
i 3 SHS TMHC TAYLOR MOR	P	11/26/13	12/24/13
j 9075 SHS TMHC TAYLOR MOR	P	11/26/13	12/23/13
k 3829 SHS TCK TECK RESOU	P	07/25/13	12/23/13
l 7676 SHS TCK TECK RESOU	P	07/11/13	12/23/13
m 66 SHS TCK TECK RESOU	P	07/25/13	08/29/13
n 2250 SHS TCK TECK RESOU	P	12/06/12	06/07/13
o 2565 SHS TCK TECK RESOU	P	05/25/12	06/07/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0.
b 80,938.		96,459.	-15,521.
c		-2,966.	2,966.
d 78,428.		102,203.	-23,775.
e		-23,775.	23,775.
f 20,234.		22,741.	-2,507.
g 513,749.		328,626.	185,123.
h 10,327.		9,569.	758.
i 68.		65.	3.
j 199,934.		196,414.	3,520.
k 93,950.		91,388.	2,562.
l 188,341.		170,870.	17,471.
m 1,684.		1,575.	109.
n 56,916.		79,427.	-22,511.
o 64,884.		77,717.	-12,833.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 0.
b			-15,521.
c			2,966.
d			-23,775.
e			23,775.
f			-2,507.
g			185,123.
h			** 758.
i			** 3.
j			** 3,520.
k			** 2,562.
l			** 17,471.
m			** 109.
n			** -22,511.
o			-12,833.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo., day, yr.)
1a	2385 SHS TCK TECK RESOU	P	05/23/12	06/07/13
b	1065 SHS TCK TECK RESOU	P	04/09/12	06/07/13
c	4110 SHS TCK TECK RESOU	P	01/26/12	06/07/13
d	3832 SHS TMO THERMO FIS	P	07/11/13	12/23/13
e	22 SHS TMO THERMO FIS	P	07/11/13	08/29/13
f	535 SHS TD TORONTO-DO	P	11/11/10	04/04/13
g	465 SHS TD TORONTO-DO	P	09/09/10	04/04/13
h	1580 SHS TD TORONTO-DO	P	08/30/10	04/04/13
i	1635 SHS TD TORONTO-DO	P	08/13/10	04/04/13
j	2575 SHS TREX TREX INC	P	06/11/12	07/11/13
k	1743 SHS UTX UNITED TEC	P	10/11/13	12/23/13
l	1900 SHS UTX UNITED TEC	P	03/20/13	07/11/13
m	425 SHS UTX UNITED TEC	P	04/11/07	07/11/13
n	650 SHS UTX UNITED TEC	P	04/10/07	07/11/13
o	505 SHS UTX UNITED TEC	P	04/09/07	07/11/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	60,331.		73,190.	-12,859.
b	26,940.		36,976.	-10,036.
c	103,966.		177,026.	-73,060.
d	416,669.		338,920.	77,749.
e	1,968.		1,946.	22.
f	43,252.		39,113.	4,139.
g	37,593.		33,547.	4,046.
h	127,735.		107,575.	20,160.
i	132,181.		111,674.	20,507.
j	128,469.		77,057.	51,412.
k	193,145.		186,228.	6,917.
l	189,197.		177,704.	11,493.
m	42,320.		27,210.	15,110.
n	64,725.		41,970.	22,755.
o	50,287.		32,844.	17,443.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-12,859.
b			-10,036.
c			-73,060.
d			** 77,749.
e			** 22.
f			4,139.
g			4,046.
h			20,160.
i			20,507.
j			51,412.
k			** 6,917.
l			** 11,493.
m			15,110.
n			22,755.
o			17,443.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2227 SHS VMI VALMONT IN	P	07/18/13	09/30/13
b	13 SHS VMI VALMONT IN	P	07/18/13	08/29/13
c	1363 SHS V VISA INC C	P	07/11/13	08/01/13
d	3176 SHS WAG WALGREEN C	P	11/22/13	11/29/13
e	8135 SHS WFC WELLS FARG	P	07/11/13	12/23/13
f	47 SHS WFC WELLS FARG	P	07/11/13	08/29/13
g	2270 SHS WFC WELLS FARG	P	10/03/12	04/05/13
h	7275 SHS WFC WELLS FARG	P	10/01/12	04/05/13
i	486 SHS WFTBF WEST FRASE	P	07/11/13	12/30/13
j	228 SHS WFTBF WEST FRASE	P	07/11/13	12/30/13
k	752 SHS WFTBF WEST FRASE	P	07/11/13	12/27/13
l	146 SHS WFTBF WEST FRASE	P	07/11/13	12/27/13
m	430 SHS WFTBF WEST FRASE	P	07/11/13	12/24/13
n	1055 SHS WFTBF WEST FRAS	P	07/11/13	12/23/13
o	18 SHS WFTBF WEST FRASE	P	07/11/13	08/29/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	310,070.		334,417.	-24,347.
b	1,789.		1,952.	-163.
c	241,302.		257,288.	-15,986.
d	188,334.		192,618.	-4,284.
e	369,150.		341,232.	27,918.
f	1,945.		1,971.	-26.
g	83,590.		80,464.	3,126.
h	267,893.		254,013.	13,880.
i	47,234.		40,796.	6,438.
j	22,179.		19,139.	3,040.
k	72,430.		63,125.	9,305.
l	14,244.		12,256.	1,988.
m	42,026.		36,095.	5,931.
n	103,709.		88,560.	15,149.
o	1,429.		1,511.	-82.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** -24,347.
b			** -163.
c			** -15,986.
d			** -4,284.
e			** 27,918.
f			** -26.
g			** 3,126.
h			** 13,880.
i			** 6,438.
j			** 3,040.
k			** 9,305.
l			** 1,988.
m			** 5,931.
n			** 15,149.
o			** -82.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	4015 SHS WPRT WESTPORT I	P	10/31/12	07/11/13
b	2565 SHS WPRT WESTPORT I	P	04/16/12	07/11/13
c	186 SHS WPRT WESTPORT I	P	04/30/10	07/11/13
d	2385 SHS WPRT WESTPORT I	P	11/11/09	07/11/13
e	6799 SHS WY WEYERHAEUS	P	07/11/13	08/13/13
f	4842 SHS WY WEYERHAEUS	P	07/11/13	08/12/13
g	3690 SHS YMDAF YAMADA DEN	P	04/05/13	04/23/13
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	130,210.		110,491.	19,719.
b	83,185.		86,905.	-3,720.
c	6,032.		3,561.	2,471.
d	77,348.		27,419.	49,929.
e	182,984.		198,698.	-15,714.
f	132,564.		141,505.	-8,941.
g	174,805.		160,472.	14,333.
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 19,719.
b			-3,720.
c			2,471.
d			49,929.
e			** -15,714.
f			** -8,941.
g			** 14,333.
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	7,825,754.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	2,096,528.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **1**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DOMESTIC AND FOREIGN DIVIDENDS	287,229.	0.	287,229.	287,229.	287,229.
LESS: FOREIGN TAXES PAID	-13,754.	0.	-13,754.	-13,754.	-13,754.
TO PART I, LINE 4	273,475.	0.	273,475.	273,475.	273,475.

FORM 990-PF **LEGAL FEES** **STATEMENT** **2**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SULLIVAN & WORCESTER	8,747.	0.	0.	8,747.
TO FM 990-PF, PG 1, LN 16A	8,747.	0.	0.	8,747.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT** **3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS	35,158.	0.	0.	35,158.
TO FORM 990-PF, PG 1, LN 16B	35,158.	0.	0.	35,158.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM ADMINISTRATION	343,417.	0.	0.	343,417.
INVESTMENT MANAGEMENT	72,637.	72,637.	72,637.	0.
RESTORATION & CONSERVATION OF ANTIQUES	12,506.	0.	0.	12,506.
CONSULTANTS FEES	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	428,560.	72,637.	72,637.	355,923.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	77,288.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	77,288.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	75,121.	0.	0.	75,121.
STATE FILING FEES	1,255.	0.	0.	1,255.
TO FORM 990-PF, PG 1, LN 23	76,376.	0.	0.	76,376.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ANTIQUES (AT BOOK VALUE)	194,633,097.	242,458,864.	242,458,864.
TO FORM 990-PF, PART II, LINE 15	194,633,097.	242,458,864.	242,458,864.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN CONTRIB	PLAN EXPENSE ACCOUNT
EDWARD C. JOHNSON 3D 82 DEVONSHIRE STREET, F9A3 BOSTON, MA 02109	PRESIDENT/DIRECTOR < 5.00	0.	0.	0.
CHRISTOPHER C. CURTIS ONE POST OFFICE SQUARE BOSTON, MA 02109	DIRECTOR < 5.00	0.	0.	0.
TARA CEDERHOLM * 11 KEEWAYDIN DRIVE SALEM, NH 03079	VICE PRESIDENT < 6.00	0.	0.	0.
RUPAL POLTACK * 11 KEEWAYDIN DRIVE SALEM, NH 03079	TREASURER < 5.00	0.	0.	0.
MELANIE S. SOMMER, ESQ. 11 KEEWAYDIN DRIVE SALEM, NH 03079	SECRETARY/DIRECTOR < 5.00	0.	0.	0.

DANIEL ARDITO *	ASSISTANT TREASURER			
11 KEEWAYDIN DRIVE	5.00	0.	0.	0.
SALEM, NH 03079				

RICHARD WEIDMANN	ASSISTANT TREASURER			
11 KEEWAYDIN DRIVE	5.00	0.	0.	0.
SALEM, NH 03079				

* SEE ATTACHED STATEMENT

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>
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FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY ONE

RESTORATION AND CONSERVATION OF ART AND ANTIQUES, AND LENDING OF ART AND ANTIQUES TO MUSEUMS FOR PUBLIC DISPLAY, STUDY AND OTHER EDUCATIONAL PURPOSES. DURING 2013, A HISTORIC HOUSE AND 44 OTHER OBJECTS INCLUDING VARIOUS ANTIQUES, WORKS OF ART AND HISTORIC ARTIFACTS OWNED BY THE FOUNDATION WERE ON PUBLIC DISPLAY IN SIX MAJOR MUSEUMS AND VIEWED BY HUNDREDS OF THOUSANDS OF VISITORS. IN ADDITION, 9 OBJECTS WERE CONSERVED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

11,956.

BROOKFIELD ARTS FOUNDATION, INC

2013 FORM 990-PF

E.I.N. 31-1681603

**PART VIII – LIST OF OFFICERS, DIRECTORS, TRUSTEES AND
FOUNDATION MANAGERS – ATTACHMENT TO STATEMENT 9**

The Foundation has no employees. It is a party to an administrative services agreement with Cooperative Philanthropic Services LLC, 11 Keewaydin Drive, Salem, NH 03079, which provides the Foundation with the necessary administrative services to conduct its activities. Through this arrangement, Tara Cederholm, Rupal Poltack, Melanie S. Sommer, Daniel Ardito and Richard Weidmann are indirectly compensated for their services devoted to the Foundation.

**BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION
December 31, 2013**

	<u>Cost</u>
Historic House and Furnishings	\$ 16,798,327
Painting	13,769,836
Ewer and Basin	12,115,679
Painting	11,506,767
Zun	9,002,303
Cabinet on Stand	5,626,741
Painting	3,291,909
Cup	2,103,680
Flatware	1,600,000
Couvert	1,600,000
Figure, Group	1,276,597
Ewer and Basin	1,089,989
Chest of drawers	970,726
Dish, Sideboard	950,622
Figure, Horse	849,042
Sofa	712,377
Over Mantel and Fireboard, Set	636,782
Tureen and Cover	480,730
Vase	430,798
Painting	397,964
Cup and Saucer	375,241
Ewer	366,323
Chalice	275,037
Candelabra, Pair	254,445
Painting	236,568
Tazza	235,746
Chest on frame	217,163
Table, Drawing	190,935
Figure, Amida, Triad	172,989
Chair, Arm	164,063
Sofa	161,500
Box, Ruff	150,464
Bowl	150,235
Figure, Boy	140,150
Sofa	138,358
Candelabra, Pair	130,498
Painting	124,504

BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION, continued

December 31, 2013

	<u>Cost</u>
Painting	117,911
Painting	109,484
Painting	\$ 82,358
Plate, Pair	81,638
Chair, Side	53,761
Chair, Side	48,641
Desk	22,211
Clothes Press	13,500
Clock, Table	13,251

	<u>Cost</u>
Painting	\$ 17,004,772
Cabinet, Pair	15,045,558
Painting	9,683,696
Painting	9,470,000
Necklace	8,901,373
Service, Silver	7,383,296
Painting	7,290,140
Painting	7,122,640
Seal	5,925,562
Painting	4,500,000
Painting	4,276,409
Painting	3,000,000
Ewer and Basin	2,915,766
Painting	2,357,428
Cup, Double	2,242,508
Ewer	2,155,334
Painting	2,126,669
Painting	2,123,788
Sword, Presentation	2,029,553
Service, Toilet with Mirror	1,987,433
Rug	1,620,000
Painting	1,586,308
Table Top	1,489,382
Box, Scroll, Pair	1,418,677

**BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION
December 31, 2013**

	<u>Cost</u>
Jar, Butter-Tea	1,398,652
Cup, Covered	\$ 1,229,432
Painting	1,200,000
Painting	1,199,548
Chart, Set of Three	1,165,149
Painting	962,848
Basin	940,983
Thangka	917,861
Screen, Folding	917,785
Ewer	824,087
Cup, Covered	775,750
Ewer and Basin	735,213
Clock, Automaton	720,035
Screen, Folding	640,347
Cabinet, Square-Corner, Pair	627,454
Thangka	623,109
Dish	606,083
Vase, Pair	597,115
Pagoda	594,249
Necessaire	569,386
Figure	554,054
Pot, Wine	545,371
Box, Scroll	517,559
Box	489,031
Cup, Covered	484,867
Cup, Covered	461,228
Basin	453,463
Table	429,475
Screen, Folding	417,235
Figure	382,801
Pillow	382,801
Tapestry	304,462
Dish, Set	302,211
Screen, Floor	290,079
Dish	282,114
Tapestry	281,450
Candelabra, Pair	281,255
Sconce	266,500

BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION, continued

December 31, 2013

	<u>Cost</u>
Chest	\$ 247,493
Chuang	229,627
Chair, Pair	227,107
Robe	223,239
Album	207,045
Bible	200,000
Bible	200,000
Painting	197,172
Robe	182,543
Cup, Covered	168,802
Saucer	150,000
Cabinet, Display	147,021
Tankard	141,506
Screen, Pair	139,085
Mirror	113,878
Painting	112,653
Screen, Folding	112,334
Table, Altar, Waistless	104,441
Painting	96,843
Box	93,835
Cabinet	91,549
Table, Dressing	88,750
Screen, Folding	88,262
Jar	80,589
Vase	72,530
Needlework	59,579
Gueridon, Pair	59,317
Koro	54,089
Textile, Panel	46,958
Frame	45,582
Suit of Armor	44,335
Figure, Pair	42,427
Table, Game	38,850
Dish	38,280
Screen, Pair	37,089

**BROOKFIELD ARTS FOUNDATION
SCHEDULE OF COLLECTION
December 31, 2013**

	<u>Cost</u>
Tea Set	\$ 36,141
Sternboard	35,558
Painting	32,615
Textile	30,085
Figure, Pair	28,461
Figure, Fisherman	27,527
Table, Dressing	26,460
Album, Woodblock Print	23,076
Painting	22,793
Dish	22,162
Scroll	22,081
Bench, Waisted	21,947
Table, Dressing	20,959
Robe	20,443
Chest	20,298
Table, Card	20,112
Table, Coffe	20,000
Musical Instrument	18,834
Beaker, Pair	18,000
Table, Work	17,221
Painting	15,866
Figure	15,484
Textile	14,998
Table, Dressing	14,298
Basket	13,000
Rug	12,800
Ewer	11,420
Basket	11,278
Box	11,056
Box	10,591
Frame, Folding	10,278
Settee	10,249
Stand	10,068
Bed	10,020
Miscellaneous objects	354,698
	<hr/>
Total collection, at cost	<u><u>\$242,458,864</u></u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. BROOKFIELD ARTS FOUNDATION, INC.	Enter filer's identifying number, see instructions Employer identification number (EIN) or 31-1681603
	Number, street, and room or suite no. If a P O box, see instructions. 11 KEEWAYDIN DRIVE, NO. 100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SALEM, NH 03079	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

RUPAL POLTACK

• The books are in the care of **11 KEEWAYDIN DRIVE, SUITE 100 - SALEM, NH 03079**

Telephone No. **603-681-4375**

Fax No

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINS of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return

Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED IN ORDER TO PREPARE AND FILE A COMPLETE AND ACCURATE RETURN PENDING THE RECEIPT OF EXTERNAL INFORMATION.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	86,402.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	86,402.
8c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **ASSISTANT TREASURER**

Date